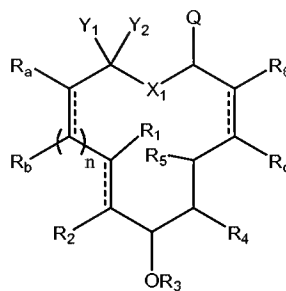


AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. (CURRENTLY AMENDED) A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound having the structure:

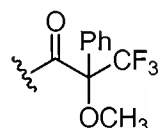


(I)

or pharmaceutically acceptable salt thereof;

wherein **R₁** and **R₂** are each independently hydrogen or lower alkyl;

R₃ is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;

R₄ is ~~hydrogen~~, halogen, -OR^{4A}, oxo, -OC(=O)R^{4A},  or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

R₅ is hydrogen or lower alkyl;

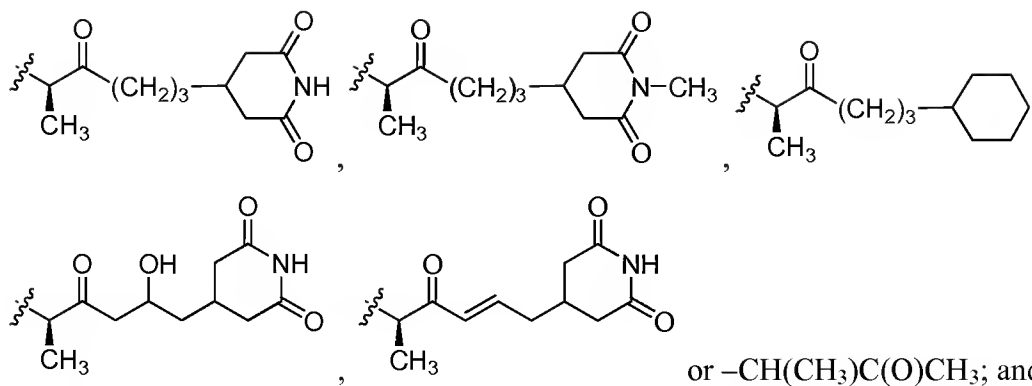
R₆ is hydrogen or lower alkyl;

R_a and each occurrence of **R_b** and **R_c** are independently hydrogen;

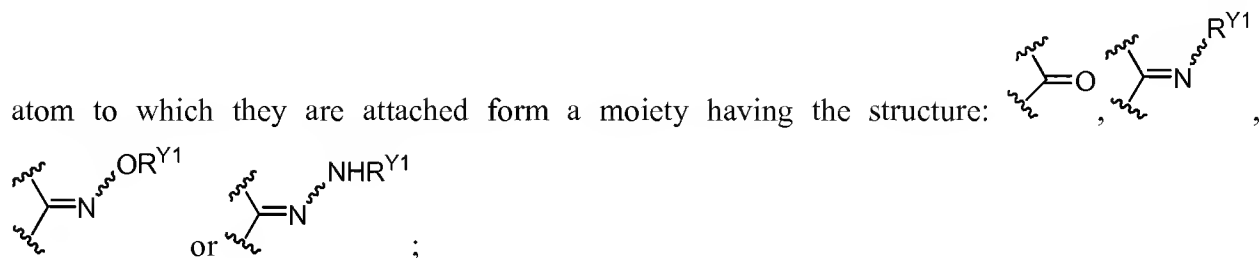
n is 3;

X₁ is O, NR^{X1} or CR^{X1}R^{X2}; wherein R^{X1} and R^{X2} are independently hydrogen;

Q is hydrogen, lower alkyl,

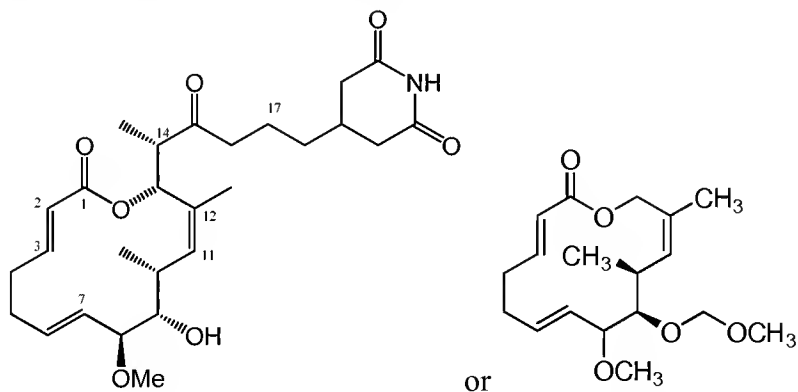


Y_1 and Y_2 are independently hydrogen, lower alkyl, or CF_3 ; or WR^{Y_1} ; wherein W is independently $-\text{O}-$, or $-\text{NR}^{\text{Y}_2}$, wherein each occurrence of R^{Y_1} and R^{Y_2} is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, or Y_1 and Y_2 together with the carbon



whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight,

with the proviso that the compound does not have the following structure:



2. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

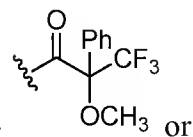
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. (CURRENTLY AMENDED) The composition of claim 1, wherein:

R₁ and **R₂** are each independently hydrogen or substituted or unsubstituted lower alkyl;

R₃ is hydrogen, or substituted or unsubstituted lower alkyl;

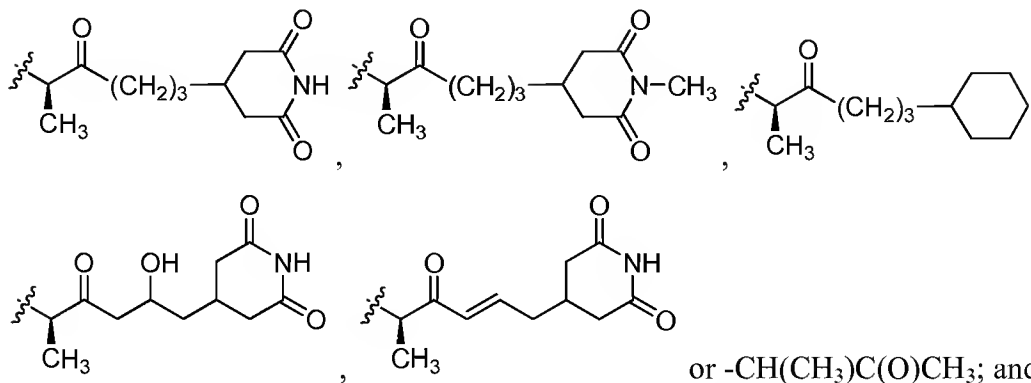


R₄ is ~~hydrogen~~, halogen, -OR^{4A}, -OC(=O)R^{4A}, ~~oxo~~, ~~OC(=O)R_{4A}~~, -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

R₅ and **R₆** are each independently hydrogen or substituted or unsubstituted lower alkyl;

R_a and each occurrence of **R_b** and **R_c** are independently hydrogen;

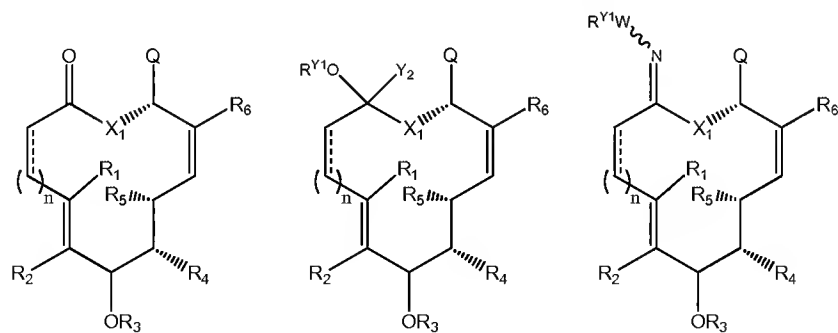
Q is hydrogen, lower alkyl,



having the structure:

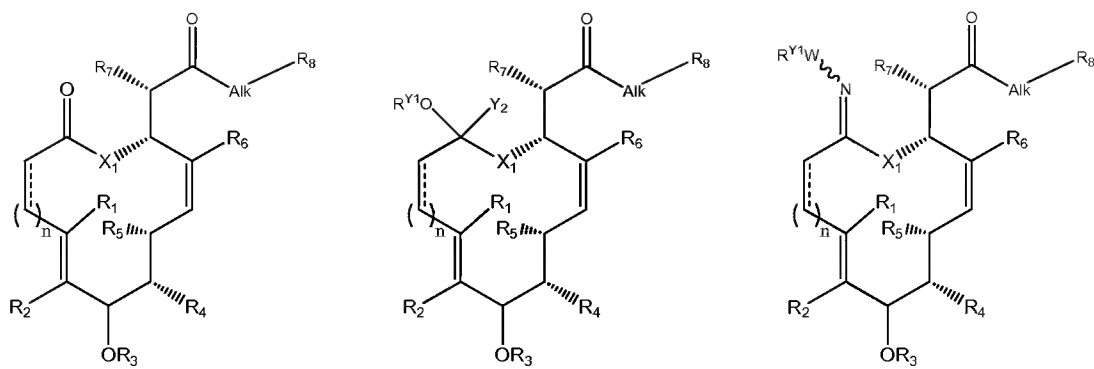
$$\begin{array}{c} \text{wavy} \\ \text{C}=\text{O} \\ \text{wavy} \end{array}, \begin{array}{c} \text{wavy} \\ \text{C}=\text{N}-\text{R}^{\text{Y1}} \\ \text{wavy} \end{array}, \begin{array}{c} \text{wavy} \\ \text{C}=\text{N}-\text{OR}^{\text{Y1}} \\ \text{wavy} \end{array} \text{ or } \begin{array}{c} \text{wavy} \\ \text{C}=\text{N}-\text{NHR}^{\text{Y1}} \\ \text{wavy} \end{array}$$

12. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the following structures:



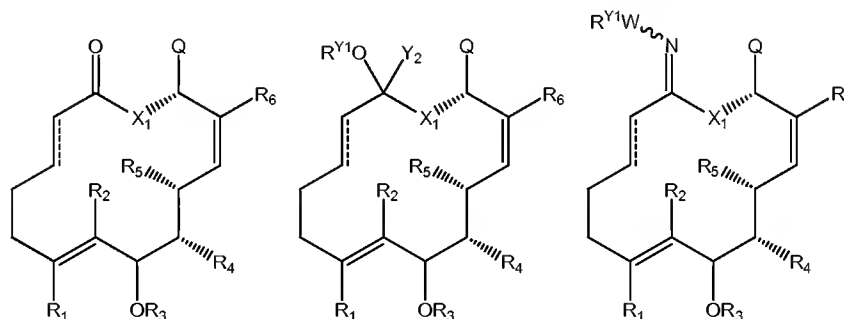
wherein R₁-R₆, Y₂, X₁, n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, ~~or~~ an aliphatic moiety, **or a** heteroaliphatic moiety.

13. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



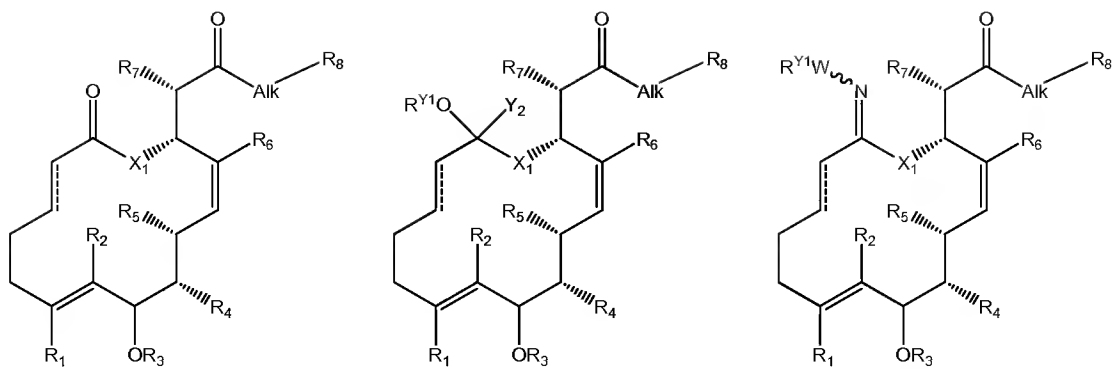
wherein R_1 - R_6 , Y_2 , X_1 , and n are as defined in claim 1; W is O or NH ; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C_{0-6} alkylene or a C_{0-6} alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , or NR^{Z1} , wherein R^{Z1} is independently hydrogen or alkyl.

14. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1 - R_6 , Y_2 , Q and X_1 are as defined in claim 1; W is O or NH ; and R^{Y1} is hydrogen, ~~or~~ an aliphatic moiety, or a heteroaliphatic moiety.

15. (CURRENTLY AMENDED) The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



wherein R_1 - R_6 , X_1 and Y_2 are as defined in claim 1; W is O or NH ; R^{Y1} is hydrogen, ~~or~~ an aliphatic moiety, or a heteroaliphatic moiety, R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C_{0-6} alkylene or C_{0-6} alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , NR^{Z1} , wherein R^{Z1} is independently hydrogen, or alkyl, ~~and R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl.~~

16. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

17. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_3 is lower alkyl.

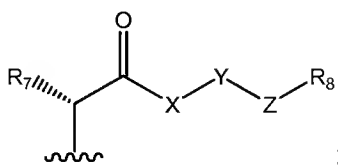
19. (ORIGINAL) The composition of claim 18, wherein R_3 is methyl.

20. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_4 is OH , NH_2 or halogen.

21. (ORIGINAL) The composition of claim 13 or 15, wherein R_7 is lower alkyl.

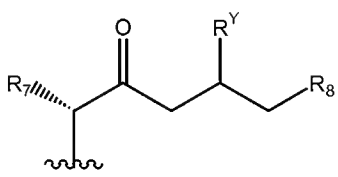
22. (ORIGINAL) The composition of claim 21, wherein R_7 is methyl.

23. (CURRENTLY AMENDED) The composition of claim 1, wherein Q has the structure:



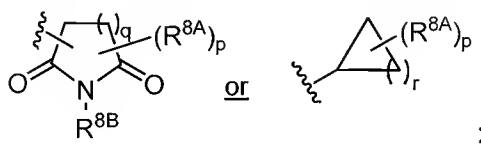
wherein R_7 is a substituted or unsubstituted, or a lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic, or heterocyclic moiety; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}-, -CHOR^{Z1}-, or a substituted or unsubstituted C₀₋₆ alkenyl or C₀₋₆ alkenyl where up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1} ~~and each occurrence of, wherein~~ wherein R^{Z1} is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

24. (CURRENTLY AMENDED) The composition of claim 23, wherein Q has the structure:



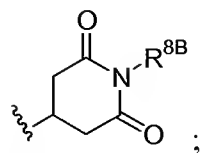
wherein R_7 is a substituted or unsubstituted lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic moiety, or a heterocyclic moiety; and R^Y is hydrogen, -OR^{Y1}; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

25. (CURRENTLY AMENDED) The composition claim 13, wherein R_8 is one of:



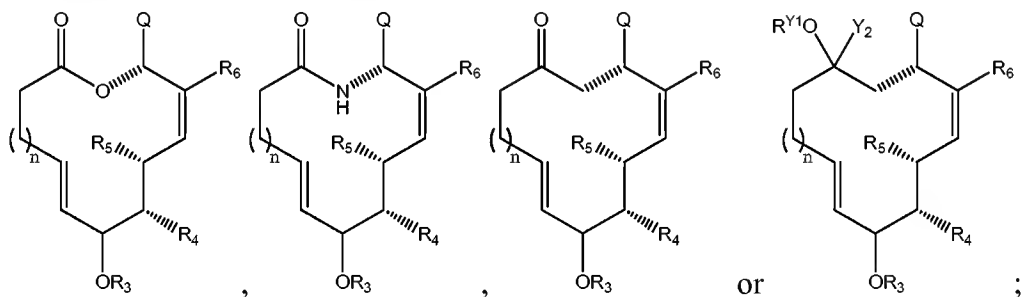
wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. (ORIGINAL) The composition of claim 25, wherein R_8 has the structure:



wherein R^{8B} is hydrogen or lower alkyl.

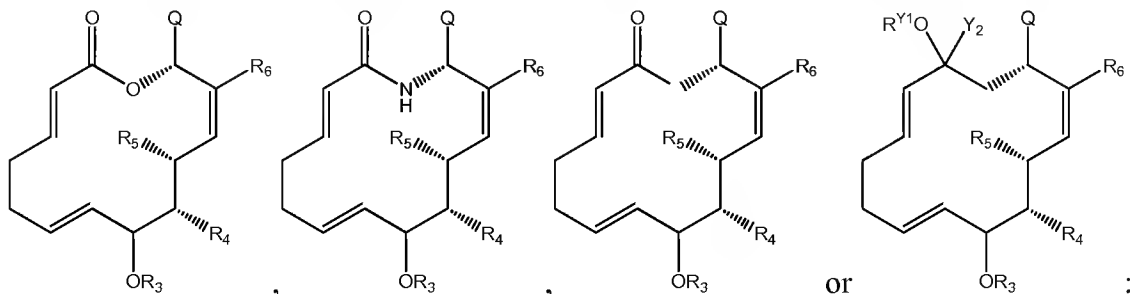
27. (PREVIOUSLY PRESENTED) The composition of claim 1 wherein n is 3.
28. (PREVIOUSLY PRESENTED) The composition of claim 12 wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.
29. (ORIGINAL) The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3 .
30. (ORIGINAL) The composition of claim 11 wherein R_a , R_b and R_c are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 , n and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

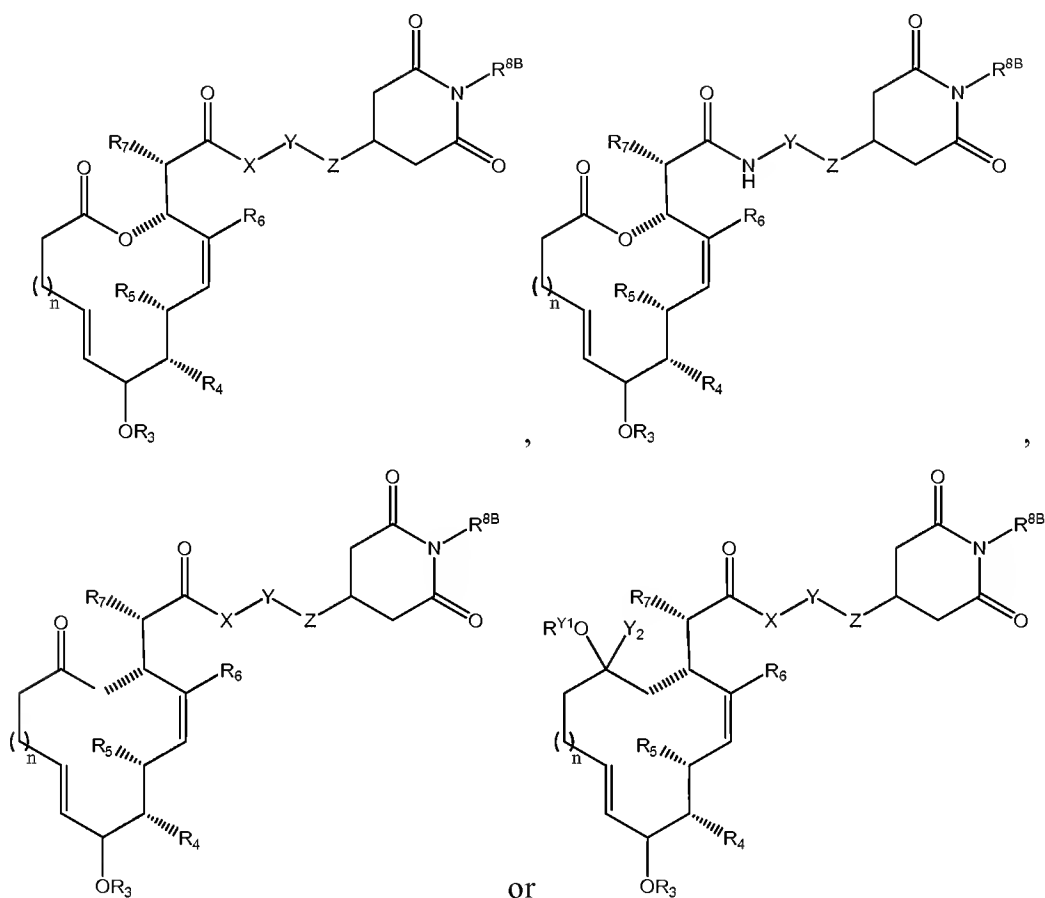
31. (ORIGINAL) The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

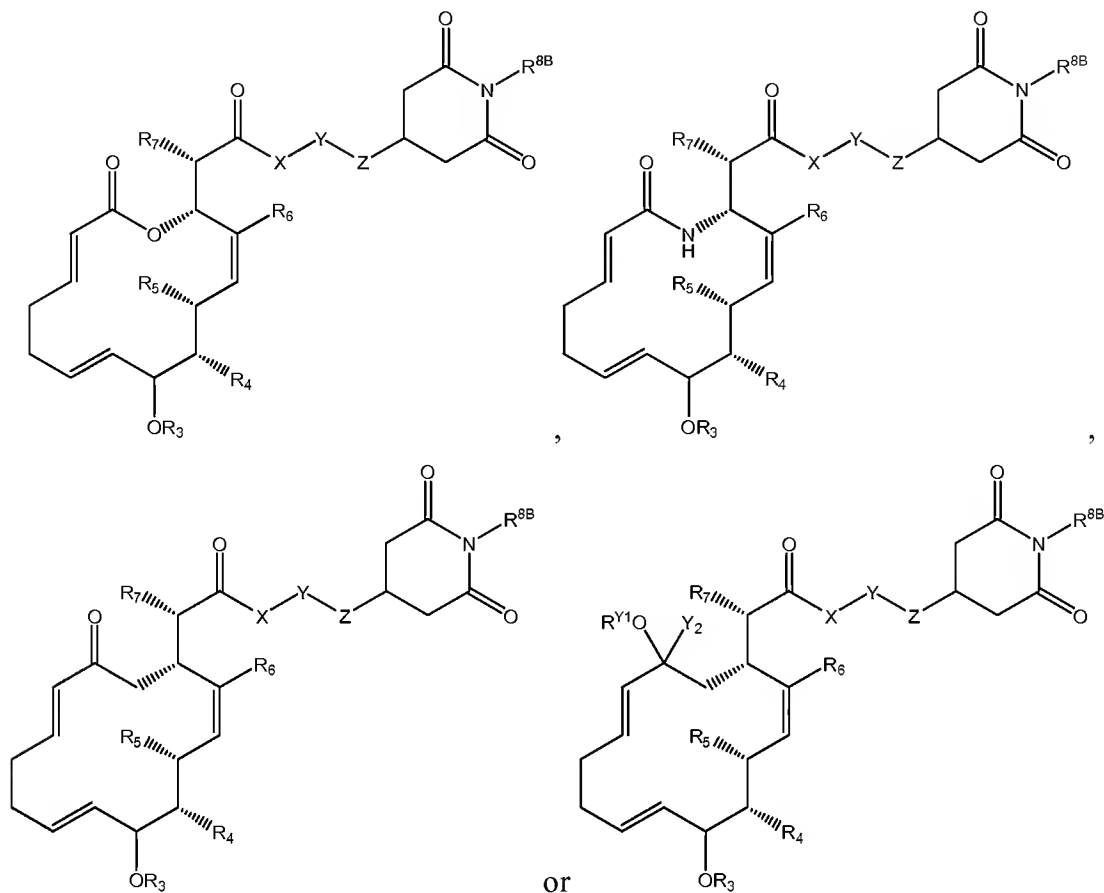
32. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-O-$, $-C(=O)-$, $-NR^{Z1}-$, $-CHOR^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , or NR^{Z1} ; and R^{Z1} is hydrogen, or alkyl.

33. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:

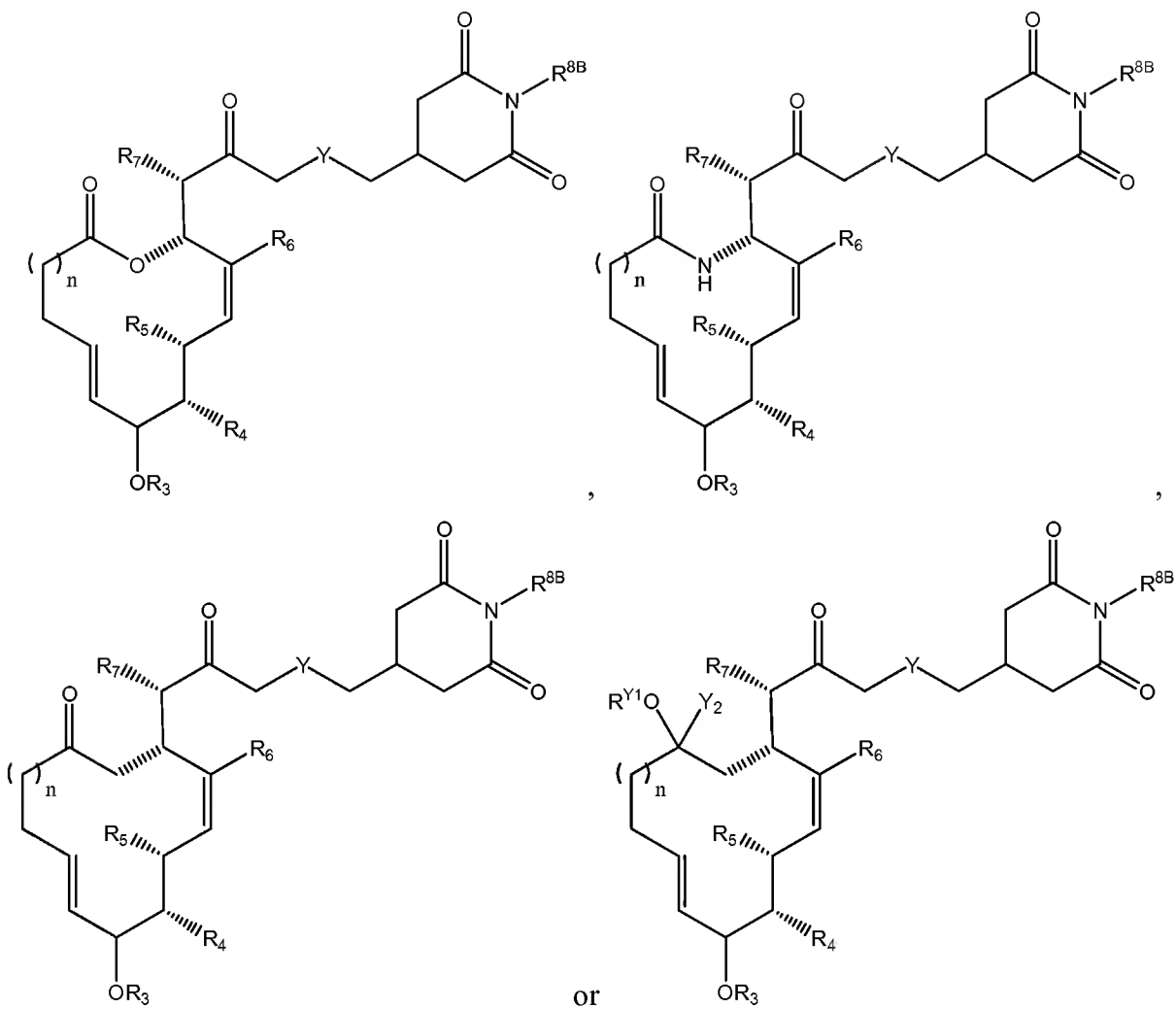


or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}, or -CHOR^{Z1}; or a substituted or unsubstituted C₀₋₆ alkylenyl or C₀₋₆ alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}; and R^{Z1} is hydrogen or alkyl.

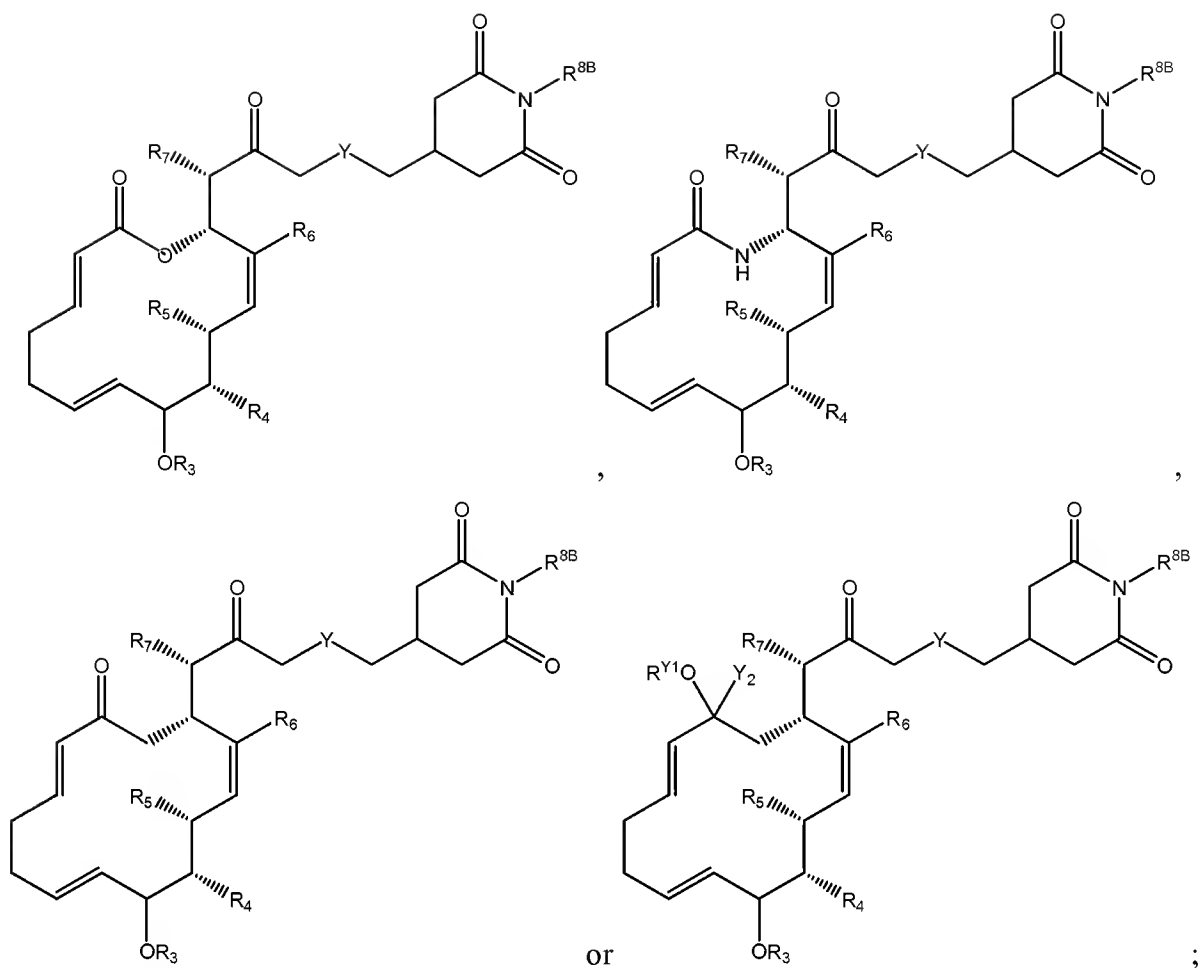
34. (PREVIOUSLY PRESENTED) The composition of claim 32 or 33, wherein -X-Y-Z together represents the moiety -CH₂-Y-CH₂; wherein Y is -CHOR^{Y1} or C=O; and R^{Y1} and R^{Y2} are independently hydrogen or alkyl.

35. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



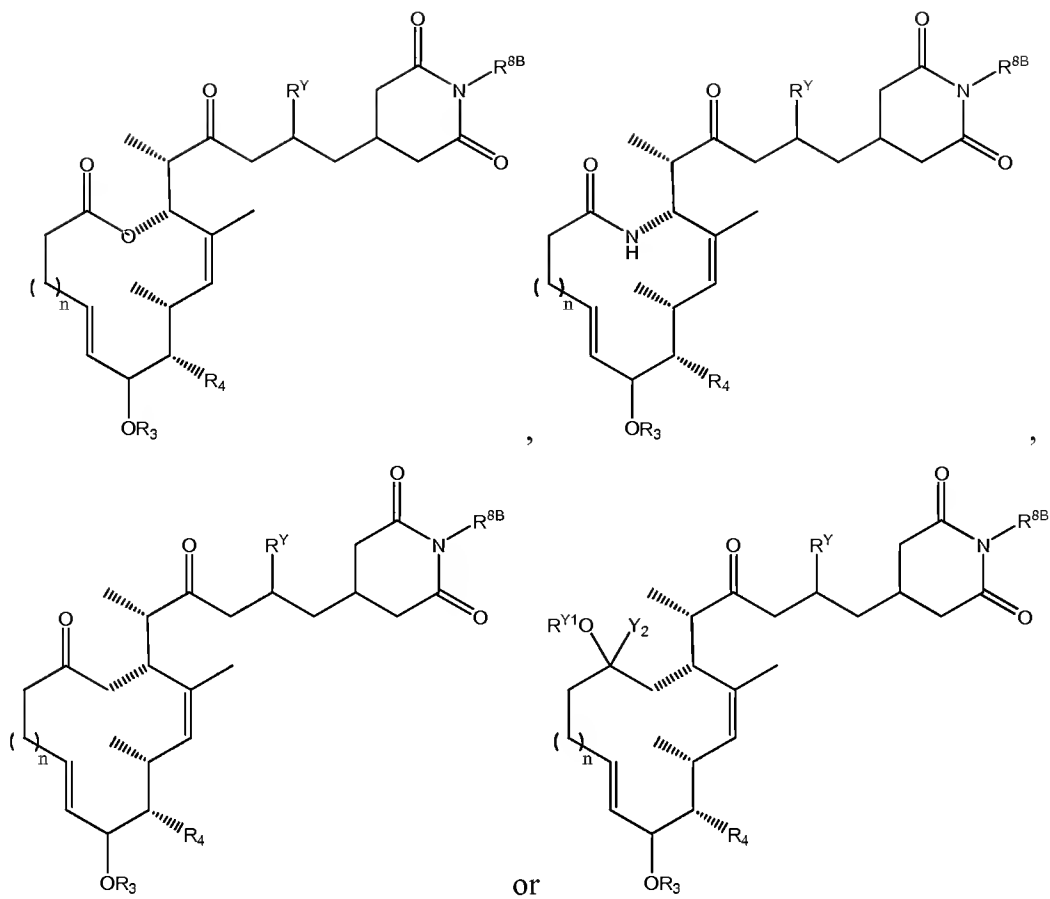
wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-\text{CHOR}^{Y1}$, or $\text{C}=\text{O}$, and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

36. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



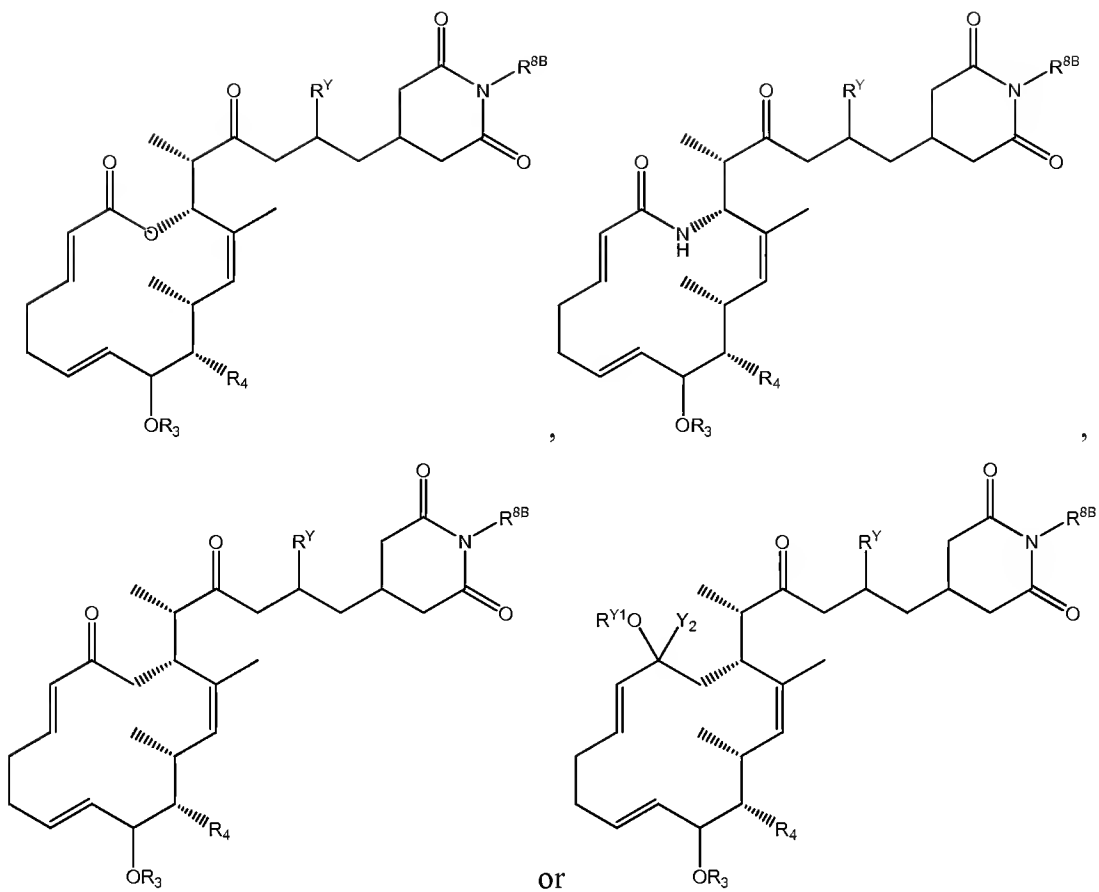
wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-CHOR^{Y1}$, or $C=O$; and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

37. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



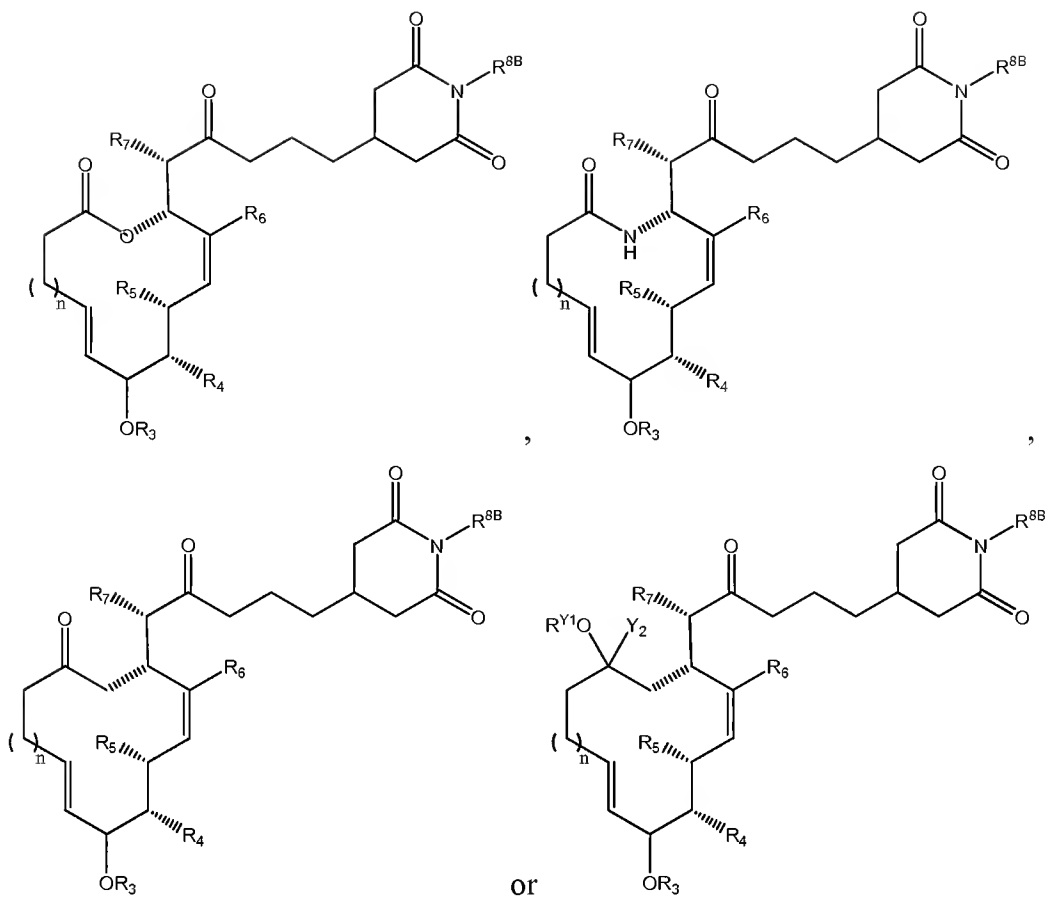
wherein n , R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

38. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



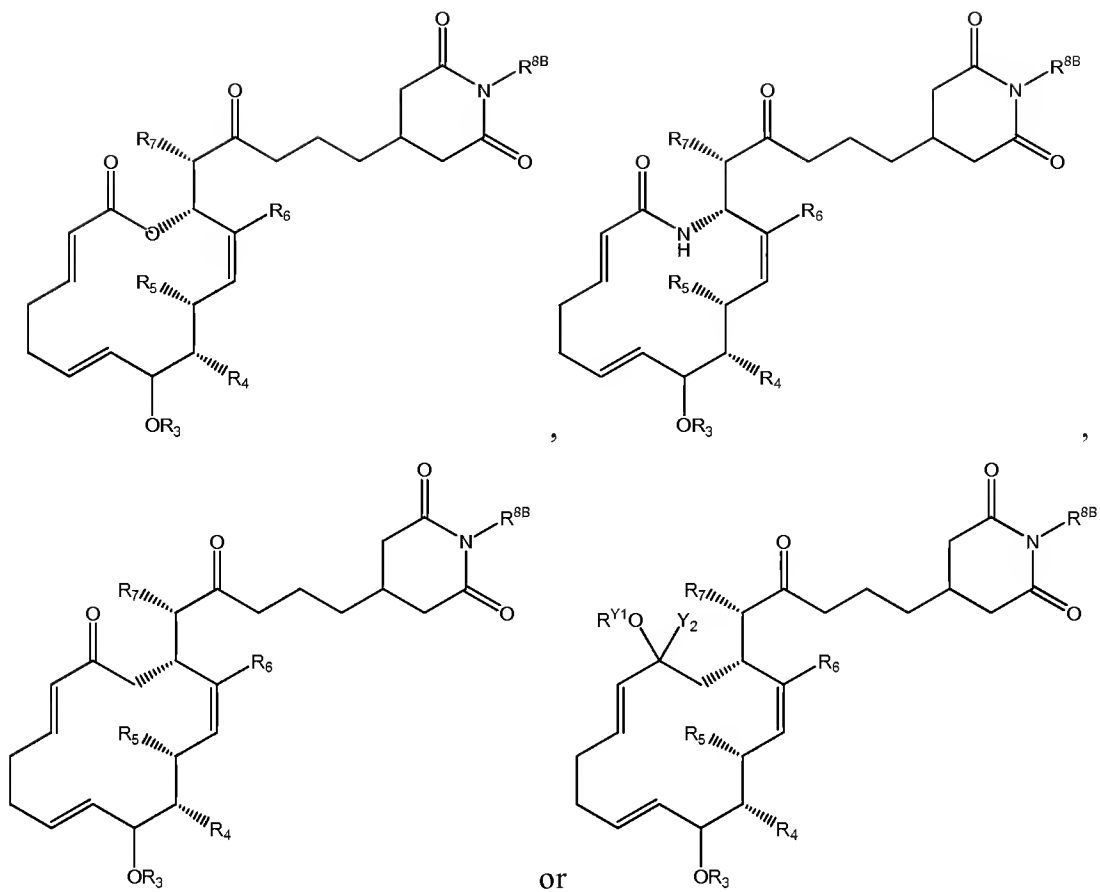
wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

39. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



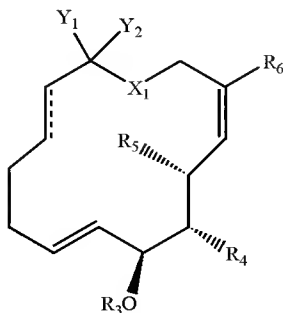
wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;
wherein X_1 is CH_2 , NH or O ;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are $-C=O$, wherein R^{Y1} is halo;

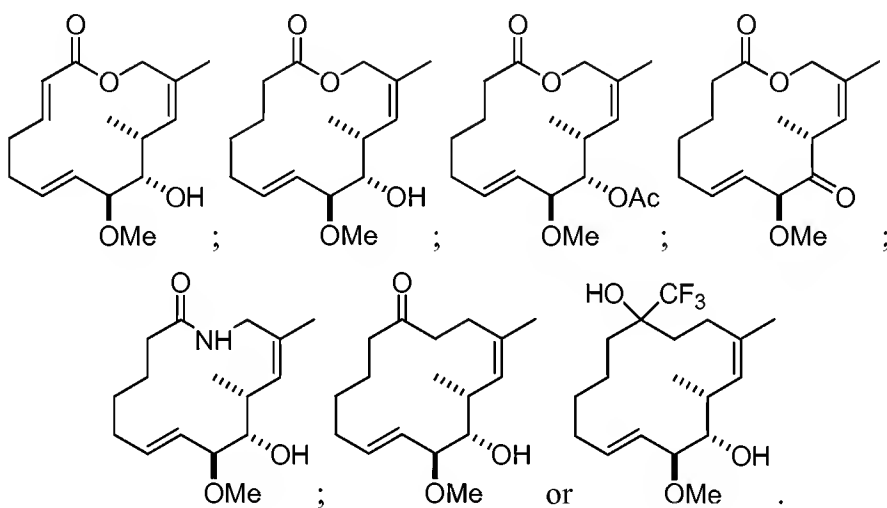
R_6 is H or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH, –OAc or oxo; and

R_3 is alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.

46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).